

OSTER
Researching Services

12897 Colonial Dr. • Mt. Airy, Md. 21771
301-253-6040

April 12, 1996

Mr. Vernon Williams
Secretary
Surface Transportation Board
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Termination Letter dated 4/4/96 which releases a Memorandum of Security Agreement dated 4/26/95 between ATEL Cash Distribution Fund IV, L.P. and SunAmerica Life Insurance Co., ICC Recordation #18083-B, and the Memorandum of Lease and Assignment, ICC Recordation #18083-A, which included the railcars marked GGPX 75003-75150.

Please record this document as a secondary agreement to ICC Recordation #18083. The filing fee of \$21 is enclosed.

Thank you for your assistance.

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Enclosures

18083-C

APR 12 1996 - 1 10 PM

INTERSTATE COMMERCE COMMISSION

APR 12 1 05 PM '96
INTERSTATE COMMERCE
COMMISSION
RECEIVED

Counterpart - Anna Lill

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

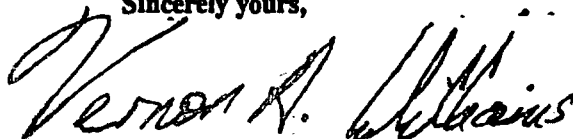
4/12/96

Mary Ann Oster
Research Consultant
Oster Researching Services
12897 Colonial Drive
Mt. Airy, MD., 21771

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/12/96 at 1:10PM, and assigned recordation number(s). 18083-C.

Sincerely yours,

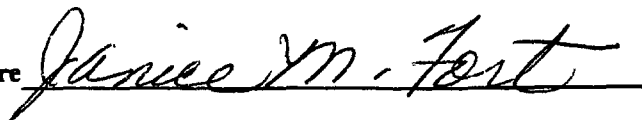


Vernon A. Williams
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



A Division of
SunAmerica Investments, Inc.

700 Louisiana
Suite 3905
Houston TX 77002
713.222.9019
Fax: 713.222.1402

18083-C

APR 1 1996 4:18 PM

April 4, 1996



Ms. Janice Fort
Surface Transportation Board
12th Constitution Avenue Northwest
Washington D.C. 20423

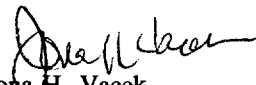
Dear Ms. Fort:

You are hereby notified that the promissory note in the amount of \$635,253.28 executed by ATEL Cash Distribution Fund IV, L.P. ("ATEL") in favor of SunAmerica Life Insurance Company dated as of December 1, 1994 in connection with the financing of Rider No. 1 to Car Service Contract No. 9864 between ATEL as lessor and Midwest Power Systems, Inc. as lessee has been paid in full and ATEL's obligations to SunAmerica under that certain note have been satisfied.

In connection with the above-referenced transaction, effective as of the date of this letter you are hereby authorized to terminate the Memorandum of Security Agreement dated 4/26/95 between ATEL Cash Distribution Fund IV, L.P. as Debtor and Sun Life Insurance Company of America as Secured Party, ICC Recordation #18083-B and the Bill of Sale and the Memorandum of Lease and Assignment, ICC Recordation #18083 and #18083-A, respectively. The reporting marks of the cars are GGPX 75003 through and including GGPX 75150.

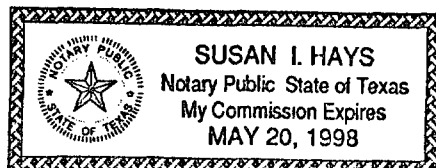
Please feel free to call me if you have questions or need additional information.

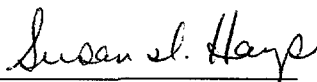
Sincerely,


Jona H. Vacek
Managing Director

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

SUBSCRIBED AND SWORN TO BY Jona H. Vacek, before me, the undersigned authority, on this 4th day of April, 1996.




Notary Public in and for
the State of Texas

My Commission Expires:
May 20, 1998